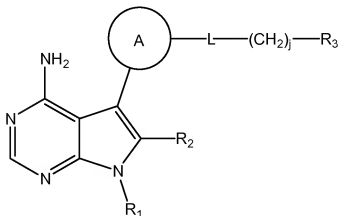


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Currently Amended) A compound represented by the following structural formula:



or pharmaceutically acceptable salts thereof, wherein:

Ring A is a five or six membered heteroaromatic ring which is substituted with one or more substituents selected from the group consisting of a substituted or unsubstituted aromatic group, substituted or unsubstituted heteroaromatic group, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heteroaralkyl, cyano, -NR₄R₅, -C(O)₂-haloalkyl, a substituted or unsubstituted alkylthio, a substituted or unsubstituted alkylsulfinyl, a substituted or unsubstituted alkylsulfonyl, a substituted or unsubstituted arylthio, a substituted or unsubstituted arylsulfinyl, a substituted or unsubstituted arylsulfonyl, a substituted or unsubstituted alkyl carbonyl, -C(O)-haloalkyl, a substituted or unsubstituted aryloxy, a substituted or unsubstituted carboxamido, substituted or unsubstituted tetrazolyl, trifluoromethylsulphonamido, trifluoromethylcarbonylamino, a substituted or unsubstituted alkynyl, a substituted or unsubstituted alkyl amido or alkylcarboxamido; a substituted or unsubstituted aryl amido or arylcarboxamido, a substituted or unsubstituted styryl, -S(substituted or unsubstituted heteroaryl) and a substituted or unsubstituted aralkyl amido, aralkylcarboxamido or -C(O)NR₆R₇, R₆ and CH₂OR₈;

wherein R_f , R_g and the nitrogen atom together form a 3-, 4-, 5-, 6- or 7- membered, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heterobicycloalkyl or a substituted or unsubstituted heteroaromatic;

R_c is substituted or unsubstituted aryl, $-W-(CH_2)_t-O$ -alkyl, $-W-(CH_2)_t-S$ -alkyl, $-W-(CH_2)_t-OH$, or $-W-(CH_2)_t-NR_dR_e$;

t is an integer from 0 to about 6;

W is $-O-$, $-S-$, $-S(O)-$, $-S(O)_2-$ or $-NR_k-$;

R_k is $-H$ or alkyl;

R_d , R_e and the nitrogen atom to which they are attached together form a 3, 4, 5, 6 or 7-membered substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heterobicyclic group; or

R_d and R_e are each, independently alkanoyl or $-K-D$;

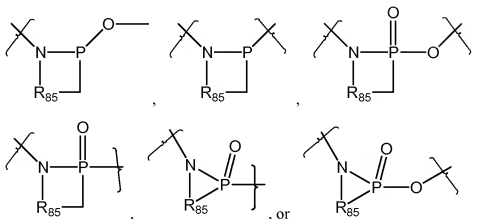
wherein K is $-S(O)_2-$, $-C(O)NH$, or a direct bond; and

D is a substituted or unsubstituted heteroaryl, a substituted or unsubstituted aralkyl, a substituted or unsubstituted heteroaromatic group, a substituted or unsubstituted heteroaralkyl, a substituted or unsubstituted cycloalkyl, a substituted or unsubstituted heterocycloalkyl, a substituted or unsubstituted aminoalkyl, ~~a substituted or unsubstituted~~;

L is $-N(C(O)OR)-$; $-N(C(O)R)-$; $-N(SO_2R)-$; $-CH_2O-$; $-CH_2S-$; $-CH_2N(C(O)R)-$; $-CH_2N(C(O)OR)-$; $-CH_2N(SO_2R)-$; $-CH(NHR)-$; $-CH(NHC(O)R)-$; $-CH(NHSO_2R)-$; $-CH(NHC(O)OR)-$; $-CH(OC(O)R)-$; $-CH(OC(O)NHR)-$; $-CH=CH-$; $-C(=NOR)-$; $-C(O)-$; $-CH(OR)-$; $-N(R)S(O)-$; $-OC(O)N(R)-$; $-NRC(O)O-$; $-S(O)N(R)-$; $-N(C(O)R)S(O)-$; $-N(C(O)R)S(O)_2-$; $-N(R)S(O)N(R)-$; $-N(R)S(O)_2N(R)-$; $-C(O)N(R)C(O)-$; $-S(O)N(R)C(O)-$; $-S(O)_2N(R)C(O)-$; $-OS(O)N(R)-$; $-OS(O)_2N(R)-$; $-N(R)S(O)_2O-$; $-N(R)S(O)C(O)-$; $-N(R)S(O)_2C(O)-$; $-SON(C(O)R)-$; $-SO_2N(C(O)R)-$; $-N(R)P(OR')O-$; $-N(R)P(OR')-$; $-N(R)P(O)(OR')O-$; $-N(R)P(O)(OR')-$; $-N(C(O)R)P(OR')O-$; $-N(C(O)R)P(OR')-$; $-N(C(O)R)P(O)(OR')O-$ or $-N(C(O)R)P(OR')-$, wherein R and R' are each, independently, $-H$, an ~~acyl group~~, a substituted or unsubstituted aliphatic group, a substituted or unsubstituted aromatic group, a substituted or unsubstituted heteroaromatic group, or a substituted or unsubstituted cycloalkyl group; or

L is $-R_bN(R)S(O)_2-$, $-R_bN(R)P(O)-$, or $-R_bN(R)P(O)O-$, wherein R_b is an alkylene group which when taken together with the sulphonamide, phosphinamide, or phosphonamide group to which it is bound forms a five or six membered ring fused to ring A; or

L is represented by one of the following structural formulas:



wherein R₈₅ taken together with the phosphinamide, or phosphonamide is a 5-, 6-, or 7 - membered, aromatic, heteroaromatic or heterocycloalkyl ring system;

R₁ is -H, 2-phenyl-1,3-dioxan-5-yl, a C₁-C₆ alkyl group, a C₃-C₈ cycloalkyl group, a C₅-C₇ cycloalkenyl group or an optionally substituted phenyl(C₁-C₆ alkyl) group, wherein the alkyl, cycloalkyl and cycloalkenyl groups are optionally substituted by one or more groups of formula -OR^a; provided that -OR^a is not located on the carbon attached to nitrogen;

R^a is -H or a C₁-C₆ alkyl group or a C₃-C₆ cycloalkyl;

R₂ is -H, a substituted or unsubstituted aliphatic group, a substituted or unsubstituted cycloalkyl, a halogen, -OH, cyano, a substituted or unsubstituted aromatic group, a substituted or unsubstituted heteroaromatic group, a substituted or unsubstituted heterocycloalkyl, a substituted or unsubstituted aralkyl, a substituted or unsubstituted heteroaralkyl, -NR₄R₅, or -C(O)NR₄R₅;

R₃ is a substituted or unsubstituted cycloalkyl, a substituted or unsubstituted aromatic group, a substituted or unsubstituted heteroaromatic group, or a substituted or unsubstituted heterocycloalkyl; or L is -NRC(O)-, -NRC(O)O-, -S(O)₂NR-, -C(O)NR- or -OC(O)NR-, and R₃ is substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl or substituted or unsubstituted aralkyl;

R₄, R₅ and the nitrogen atom together form a 3, 4, 5, 6 or 7-membered, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heterobicycloalkyl or a substituted or unsubstituted heteroaromatic; or

R₄ and R₅ are each, independently, azabicycloalkyl, or Y-Z;

Y is selected from the group consisting of -(CH₂)_p-, -S(O)₂-, -C(O)O-, -SO₂NH-, -CONH-, (CH₂)_pO-, -(CH₂)_pNH-, -(CH₂)_pS-, -(CH₂)_pS(O)-, and -(CH₂)S(O)₂;

p is an integer from 0 to 6;

Z is a substituted or unsubstituted amino, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocycloalkyl group; and

j is an integer from 0 to 6.

2. (Previously Presented) The compound of claim 1, wherein R₃ is selected from the group consisting of a substituted or unsubstituted phenyl, a substituted or unsubstituted naphthyl, a substituted or unsubstituted pyridyl, a substituted or unsubstituted thienyl, a substituted or unsubstituted benzotriazole, a substituted or unsubstituted tetrahydropyranyl, a substituted or unsubstituted tetrahydrofuranlyl, a substituted or unsubstituted dioxane, a substituted or unsubstituted dioxolane, a substituted or unsubstituted quinoline, a substituted or unsubstituted thiazole, substituted or unsubstituted isoxazole, substituted or unsubstituted cyclopentanylyl, a substituted or unsubstituted benzofuran, substituted or unsubstituted benzothiophene, substituted or unsubstituted benzisoxazole, substituted or unsubstituted benzisothiazole, substituted or unsubstituted benzothiazole, substituted or unsubstituted benzoxazole, substituted or unsubstituted benzoxazole, substituted or unsubstituted benzimidazole, substituted or unsubstituted benzoxadiazole, substituted or unsubstituted benzothiadiazole, substituted or unsubstituted isoquinoline, substituted or unsubstituted quinoxaline, substituted or unsubstituted indole and substituted or unsubstituted pyrazole.

3. (Previously Presented) The compound of Claim 2 wherein R₃ is substituted with one or more substituents selected from the group consisting of -OCF₃, CN, CO₂CH₃, CF₃, pyridyl, substituted or unsubstituted oxazolyl, substituted or unsubstituted benzyl, substituted or unsubstituted benzenesulfonyl, substituted or unsubstituted phenyl, carboxyl, substituted or unsubstituted tetrazolyl, styryl, -S-(substituted or unsubstituted aryl), -S-(substituted or unsubstituted heteroaryl), substituted or unsubstituted heteroaryl, substituted or unsubstituted heterocycloalkyl, alkynyl, -C(O)NR₄R₅, R₆, and CH₂OR₆;

wherein R_f , R_g and the nitrogen atom together form a 3, 4, 5, 6 or 7-membered, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heterobicycloalkyl or a substituted or unsubstituted heteroaromatic;

R_c is substituted or unsubstituted aryl, $-W-(CH_2)_t-NR_dR_e$, $-W-(CH_2)_t-O$ -alkyl, $-W-(CH_2)_t$ -S-alkyl, or $-W-(CH_2)_t-OH$;

t is an integer from 0 to 6;

W is $-O-$, $-S-$, $-S(O)-$, $-S(O)_2-$, or $-NR_k-$;

R_k is $-H$ or alkyl; and

R_d , R_e and the nitrogen atom to which they are attached together form a 3, 4, 5, 6 or 7-membered substituted or unsubstituted heterocycloalkyl or substituted or unsubstituted heterobicyclic group; or

R_d and R_e are each, independently, alkanoyl or $-K-D$;

K is $-S(O)_2-$, $-C(O)NH-$ or a direct bond;

D is a substituted or unsubstituted heteroaryl, a substituted or unsubstituted aralkyl, a substituted or unsubstituted heteroaromatic group, a substituted or unsubstituted heteroaralkyl, a substituted or unsubstituted cycloalkyl, a substituted or unsubstituted heterocycloalkyl, a substituted or unsubstituted aminoalkyl, a substituted or unsubstituted aminocycloalkyl.

4. (Previously Presented) The compound of claim 3, wherein R_3 is a substituted or unsubstituted phenyl, thienyl, benzoxadiazolyl, or benzothiadiazolyl.

5. (Previously Presented) The compound of Claim 1, wherein ring A is a substituted pyridyl.

6. (Currently Amended) The compound of Claim 5 wherein ring A is substituted with one or more substituents selected from the group consisting of CN , cyano, CO_2CH_3 , pyridyl, substituted or unsubstituted oxazolyl, substituted or unsubstituted benzyl, substituted or unsubstituted benzenesulfonyl, substituted or unsubstituted phenoxy, substituted or unsubstituted phenyl, NR^4R^5 , carboxyl, substituted or unsubstituted tetrazolyl, styryl, $-S-$ (substituted or unsubstituted aryl), ~~$-S-$ (substituted or unsubstituted heteroaryl)~~, substituted or unsubstituted arylthio, substituted or unsubstituted heteroaryl, substituted or unsubstituted heterocycloalkyl, alkynyl, $-C(O)NR^fR^g$, R^e and CH_2OR^e ;

R^f , R^g and the nitrogen atom together form a 3, 4, 5, 6 or 7-membered, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heterobicycloalkyl or a substituted or unsubstituted heteroaromatic;

R_c is substituted or unsubstituted aryl, $-W-(CH_2)_t-NR_dR_e$, $-W-(CH_2)_t-O$ -alkyl, $-W-(CH_2)_t$ -S-alkyl, or $-W-(CH_2)_t-OH$;

t is an integer from 0 to 6;

W is $-O-$, $-S-$, $-S(O)-$, $-S(O)_2-$, or $-NR_k-$;

R_k is $-H$ or alkyl; and

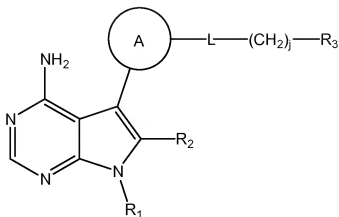
R_d , R_e and the nitrogen atom to which they are attached together form a 3, 4, 5, 6 or 7-membered substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heterobicycloalkyl or a substituted or unsubstituted heteroaromatic; or

R_d and R_e are each, independently, alkanoyl, or $-K-D$;

K is $-S(O)_2-$, $-C(O)NH-$, or a direct bond;

D is-substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaromatic group, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aminoalkyl, substituted or unsubstituted aminocycloalkyl.

7. (Cancelled)
8. (Previously Presented) The compound of claim 1, wherein R^1 is a cyclopentyl group, a hydroxycyclopentyl or an isopropyl.
9. (Cancelled)
10. (Original) The compound of claim 1, wherein R_2 is $-H$.
11. (Currently Amended) A compound represented by the following structural formula



or pharmaceutically acceptable salts thereof, wherein:

Ring A is a five or six membered heteroaromatic ring which is substituted with one or more substituents selected from the group consisting of a substituted or unsubstituted aliphatic group, a halogen, a substituted or unsubstituted aromatic group, substituted or unsubstituted heteroaromatic group, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, cyano, nitro, $-NR_4R_5$, $-C(O)_2H$, a substituted or unsubstituted alkoxycarbonyl, $-C(O)_2$ -haloalkyl, a substituted or unsubstituted alkylthio, a substituted or unsubstituted alkylsulfinyl, a substituted or unsubstituted alkylsulfonyl, a substituted or unsubstituted arylthio, a substituted or unsubstituted arylsulfinyl, a substituted or unsubstituted arylsulfonyl, a substituted or unsubstituted alkyl carbonyl, $-C(O)$ -haloalkyl, a substituted or unsubstituted aryloxy, a substituted or unsubstituted carboxamido, tetrazolyl, trifluoromethylsulphonamido, trifluoromethylcarbonylamino, a substituted or unsubstituted alkynyl, a substituted or unsubstituted alkyl amido or alkylcarboxamido; a substituted or unsubstituted aryl amido or arylcarboxamido, a substituted or unsubstituted styryl and a substituted or unsubstituted aralkyl amido or aralkylcarboxamido;

wherein L is $-NHSO_2R-$, $-NHC(O)O-$ or $-NHC(O)R-$;

wherein R is ~~an acyl group~~, a substituted or unsubstituted aliphatic group, a substituted or unsubstituted aromatic group, a substituted or unsubstituted heteroaromatic group, or a substituted or unsubstituted cycloalkyl group; or

R₁ is -H, 2-phenyl-1,3-dioxan-5-yl, a C₁-C₆ alkyl group, a ~~C₃-C₈~~ C₃-C₈ cycloalkyl group, a ~~C₅-C₇~~ C₅-C₇ cycloalkenyl group or an optionally substituted phenyl(~~C₁-C₆~~ C₁-C₆ alkyl)

group, wherein the alkyl, cycloalkyl and cycloalkenyl groups are optionally substituted by one or more groups of formula $-OR^a$; provided that $-OR^a$ is not located on the carbon attached to nitrogen;

R^a is $-H$ or a $C1-C6$ C_1-C_6 alkyl group or a $C3-C6$ C_3-C_6 cycloalkyl;

R_2 is $-H$, a substituted or unsubstituted aliphatic group, a substituted or unsubstituted cycloalkyl, a halogen, $-OH$, cyano, a substituted or unsubstituted aromatic group, a substituted or unsubstituted heteroaromatic group, a substituted or unsubstituted heterocycloalkyl, a substituted or unsubstituted aralkyl, a substituted or unsubstituted heteroaralkyl, $-NR_4R_5$, or $-C(O)NR_4R_5$;

R_3 is a substituted or unsubstituted cycloalkyl, a substituted or unsubstituted aromatic group, a substituted or unsubstituted heteroaromatic group, or a substituted or unsubstituted heterocycloalkyl; and

R_4 , R_5 and the nitrogen atom together form a 3, 4, 5, 6 or 7-membered, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heterobicycloalkyl or a substituted or unsubstituted heteroaromatic; or

R_4 and R_5 are each, independently, $-H$, azabicycloalkyl, a substituted or unsubstituted alkyl group or $Y-Z$;

Y is selected from the group consisting of $-C(O)-$, $-(CH_2)_p-$, $-S(O)_2-$, $-C(O)O-$, $-SO_2NH-$, $-CONH-$, $(CH_2)_pO-$, $-(CH_2)_pNH-$, $-(CH_2)_pS-$, $-(CH_2)_pS(O)-$, and $-(CH_2)_pS(O)_2-$;

p is an integer from 0 to 6;

Z is a substituted or unsubstituted alkyl, substituted or unsubstituted amino, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocycloalkyl group; and

j an integer from 0 to 6.

12 – 49 (Cancelled).

50. (Currently Amended) A compound according to claim 1 wherein L is $-N(C(O)OR)-$; $-N(C(O)R)-$; $-N(SO_2R)-$; $-CH_2O-$; $-CH_2S-$; ~~$-CH_2N(R)-$; $-CH(NR)-$; $-CH_2N(C(O)R)-$; $-CH_2N(C(O)OR)-$; $-CH_2N(SO_2R)-$; $-CH(NHR)-$; $-CH(NHC(O)R)-$; $-CH(NHSO_2R)-$; $-CH(NHC(O)OR)-$; $-CH(OC(O)R)-$; $-CH(OC(O)NHR)-$; $-CH=CH-$; $-C(=NOR)-$; $-C(O)-$; $-CH(OR)-$; $-NHC(O)R_{1+20}-$; $-N(R)S(O)-$; $-NHSO_2R_{1+20}-$; $-OC(O)N(R)-$; $-S(O)N(R)-$; $-N(C(O)R)S(O)-$; $-N(C(O)R)S(O)_2-$; $-N(R)S(O)N(R)-$; $-N(R)S(O)_2N(R)-$; $-C(O)N(R)C(O)-$; $-$~~

$S(O)N(R)C(O)-$; $-S(O)_2N(R)C(O)-$; $-OS(O)N(R)-$; $-OS(O)_2N(R)-$; $-N(R)S(O)O-$; $-N(R)S(O)_2O-$; $-N(R)S(O)C(O)-$; $-N(R)S(O)_2C(O)-$; $-SON(C(O)R)-$; $-SO_2N(C(O)R)-$; $-N(R)SON(R)-$; $-N(R)SO_2N(R)-$; $-N(R)P(OR')O-$; $-N(R)P(OR')-$; $-N(R)P(O)(OR')O-$; $-N(R)P(O)(OR')-$; $-N(C(O)R)P(OR')O-$; $-N(C(O)R)P(OR')-$; $-N(C(O)R)P(O)(OR')O-$ or $-N(C(O)R)P(OR')-$, wherein R and R' are each, independently, -H, an acyl group, a substituted or unsubstituted aliphatic group, a substituted or unsubstituted aromatic group, a substituted or unsubstituted heteroaromatic group, or a substituted or unsubstituted cycloalkyl group and R_{120} is an aliphatic group.

51. (Original) A compound according to claim 1 wherein R_3 is a substituted or unsubstituted cycloalkyl, or a substituted or unsubstituted heterocycloalkyl; or L is $NRSO_2-$, $NRC(O)-$, $-NRC(O)O-$, $-S(O)_2NR-$, $-C(O)NR-$ or $-OC(O)NR-$, and R_3 is substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl or substituted or unsubstituted aralkyl.

52. (Cancelled)